

BYLAWS OF POINT BEACH COMMUNITY ASSOCIATION, INC.

A Wisconsin Nonstock Corporation

ARTICLE I – NAME, LOCATION, AND PURPOSES

Section 1.1 Name

The name of this corporation is Point Beach Community Association, Inc. (the "Association").

Section 1.2 Location

The principal office of the Association shall be located in Door County, Wisconsin, at such address as may be determined by the Board of Directors.

Section 1.3 Registered Agent

The Association shall maintain a registered agent and registered office in Wisconsin as required by Wisconsin Statutes Chapter 181.

Section 1.4 Purposes

The Association is organized as a nonprofit corporation under Wisconsin Statutes Chapter 181. The purposes of the Association are to:

- (a) Preserve and enhance the quality of life in the Point Beach community in Egg Harbor, Wisconsin;
- (b) Foster connections among residents and promote community engagement;
- (c) Maintain and protect the natural beauty and character of the Point Beach neighborhood;
- (d) Advocate for resident interests with governmental and other entities;
- (e) Promote responsible environmental stewardship along the shores of Green Bay;
- (f) Engage in any other lawful activities consistent with the Association's tax-exempt status and Wisconsin nonprofit law.

ARTICLE II – MEMBERSHIP

Section 2.1 Eligibility

Membership in the Association shall be open to any individual who:

- (a) Owns residential property located in the Point Beach community in Egg Harbor, Wisconsin; or
- (b) Is a family member residing with a person who meets the requirement of subsection (a) above.

Section 2.2 Boundaries

The boundaries of the Point Beach community for purposes of membership eligibility shall be established by resolution of the Board of Directors and may be amended from time to time by the Board.

Section 2.3 Application and Acceptance

Application for membership shall be made in writing to the Board of Directors on forms prescribed by the Board. The Board shall have the authority to accept or reject any membership application in its sole discretion.

Section 2.4 Membership Dues

At the initial meeting of members and at each annual meeting thereafter, the members may by majority vote establish annual membership dues for the following year. If dues are established, payment of such dues shall be a requirement for continuing membership in the Association. If no dues are established at a meeting, membership shall remain without fee for that year. The Board of Directors shall establish reasonable payment terms and collection procedures for any dues that are established.

Section 2.5 Rights and Privileges

Each member shall have the right to:

- (a) Vote at all meetings of members, subject to Section 3.5;
- (b) Receive notice of all member meetings;
- (c) Inspect the Association's books and records as provided by Wisconsin law;
- (d) Participate in Association activities and programs.

Section 2.6 Termination of Membership

Membership shall automatically terminate when a member no longer meets the eligibility requirements set forth in Section 2.1. The Board may also terminate membership for cause by majority vote after providing the member with reasonable notice and opportunity to be heard.

ARTICLE III – MEETINGS OF MEMBERS

Section 3.1 Annual Meeting

The annual meeting of members shall be held during the month of July each year, on such date, at such time, and at such place as may be designated by the Board of Directors.

Section 3.2 Special Meetings

Special meetings of members may be called by:

- (a) The Board of Directors;
- (b) The Chair of the Board of Directors; or
- (c) Ten percent (10%) or more of the voting members.

Section 3.3 Notice of Meetings

Written notice of any meeting of members shall be delivered personally, by mail, or by electronic means to each member entitled to vote at such meeting not less than ten (10) days nor more than sixty (60) days before the date of the meeting. The notice shall specify the date, time, place, and purposes of the meeting.

Section 3.4 Quorum

A quorum for any meeting of members shall consist of at least twenty percent (20%) of the voting members, but in no event less than ten (10) members.

Section 3.5 Voting

Each property shall be entitled to one (1) vote on each matter submitted to the members, regardless of the number of individuals from that property who hold membership under Section 2.1. Where a property has more than one member, the members associated with that property shall designate, in a manner determined by the Board, who may cast the property's single vote. Members may participate in meetings and vote by electronic means if authorized by the Board of Directors.

Section 3.6 Proxy Voting

A member entitled to vote may vote by proxy. To vote by proxy, the member shall inform the Secretary, or the Secretary/Treasurer if that office is combined under Section 6.1, that the Secretary (or Secretary/Treasurer) is authorized to cast that member's vote on the member's behalf, provided such notice is given no later than six (6) hours before the start of the meeting. The Secretary (or Secretary/Treasurer) shall maintain a record of all proxy authorizations received for a meeting and shall cast such votes in accordance with the member's instructions.

Section 3.7 Action Without Meeting

Any action that may be taken at a meeting of members may be taken without a meeting if written consent setting forth the action is signed by all members entitled to vote on the action.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 Number and Qualifications

The Association shall be governed by a Board of Directors consisting of not fewer than three (3) nor more than seven (7) directors, with the exact number to be set from time to time by resolution of the Board. Each director must be a member of the Association in good standing.

Section 4.2 Election and Terms

Directors shall be elected by majority vote of the members at the annual meeting. Directors shall serve staggered three-year terms, with approximately one-third of the directors elected each year. Directors may serve consecutive terms without limitation.

Section 4.3 Initial Terms

To establish staggered terms, the initial directors elected at the first annual meeting shall serve terms as follows:

- Three (3) directors shall serve one-year terms
- Two (2) directors shall serve two-year terms
- Two (2) directors shall serve three-year terms

The specific term lengths shall be determined by lot at the first Board meeting following election.

Section 4.4 Vacancies

Vacancies on the Board of Directors may be filled by majority vote of the remaining directors. For purposes of this Section, a vacancy includes any director position authorized under Section 4.1 that has not yet been filled. A director elected to fill a vacancy in a position previously held by another director shall serve for the unexpired term of the predecessor. A director appointed to fill a position that has not yet been held by any director shall serve on an interim basis until the first annual meeting of members, at which time the members shall elect directors to that position as part of the initial election of the Board under Sections 4.2 and 4.3. A director appointed on an interim basis under this Section is eligible to stand for election at that meeting.

Section 4.5 Removal

A director may be removed from office with or without cause by a two-thirds (2/3) majority vote of the members at any meeting called for that purpose, provided that written notice of the intent to consider removal has been given to all members at least twenty (20) days prior to the meeting.

Section 4.6 Resignation

A director may resign at any time by giving written notice to the Chair or Secretary of the Board of Directors.

ARTICLE V – MEETINGS OF THE BOARD

Section 5.1 Regular Meetings

Regular meetings of the Board of Directors shall be held quarterly, with at least one meeting in each calendar quarter. The Board shall establish a regular meeting schedule at its first meeting each year.

Section 5.2 Special Meetings

Special meetings of the Board may be called by the Chair or by any three (3) directors by giving written notice to all directors at least forty-eight (48) hours before the meeting.

Section 5.3 Notice of Meetings

Notice of Board meetings shall be given to each director by telephone, mail, or electronic means. Notice of regular meetings may be given by adopting a schedule of meetings, provided each director receives a copy of the schedule.

Section 5.4 Quorum and Voting

A majority of the directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.5 Action Without Meeting

Any action that may be taken at a Board meeting may be taken without a meeting if written consent setting forth the action is signed by all directors.

Section 5.6 Electronic Participation

Directors may participate in Board meetings by telephone, video conference, or other electronic means, provided all participants can hear each other simultaneously.

ARTICLE VI – OFFICERS

Section 6.1 Officers

The officers of the Association shall be a Chair (or Co-Chairs), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from among its members. The offices of Secretary and Treasurer may be held by the same director, in which case that director shall be titled Secretary/Treasurer and shall perform the duties of both offices under Sections 6.4 and 6.5.

Section 6.2 Election and Terms

Officers shall be elected annually by the Board of Directors at the first Board meeting following the annual meeting of members. Officers shall serve one-year terms and may be reelected without limitation.

Section 6.3 Chair

The Chair, or Co-Chairs if the Board elects to fill the position jointly, shall:

- (a) Serve as the chief executive officer(s) of the Association;
- (b) Preside at all meetings of members and of the Board of Directors;
- (c) Execute contracts and other instruments on behalf of the Association as authorized by the Board;
- (d) Perform such other duties as may be assigned by the Board of Directors.

Where Co-Chairs are elected, they shall share the duties of the office as they mutually determine, and either Co-Chair may act on behalf of the office unless the Board specifies otherwise.

Section 6.4 Secretary

The Secretary shall:

- (a) Keep minutes of all meetings of members and of the Board of Directors;
- (b) Maintain the corporate records of the Association;
- (c) Give notice of meetings as required by these Bylaws;
- (d) Maintain the membership rolls;
- (e) Receive and record proxy authorizations under Section 3.6;
- (f) Perform such other duties as may be assigned by the Board of Directors.

The office of Secretary may be held by the same director who holds the office of Treasurer, in which case the combined office shall be titled Secretary/Treasurer and that director shall perform the duties of both offices set forth in this Section and in Section 6.5.

Section 6.5 Treasurer

The Treasurer shall:

- (a) Have custody of all funds and securities of the Association;
- (b) Keep regular books of account;
- (c) Present financial reports to the Board and members;
- (d) Ensure compliance with all tax and regulatory filing requirements;
- (e) Perform such other duties as may be assigned by the Board of Directors.

The office of Treasurer may be held by the same director who holds the office of Secretary, in which case the combined office shall be titled Secretary/Treasurer, as provided in Section 6.4.

Section 6.6 Removal and Vacancy

Officers may be removed by majority vote of the Board of Directors at any time with or without cause. Vacancies in any office may be filled by majority vote of the Board of Directors.

ARTICLE VII – COMMITTEES

Section 7.1 Committees

The Board of Directors may create committees and appoint members thereto as deemed necessary to carry out the purposes of the Association. Committee members need not be directors but must be members of the Association.

Section 7.2 Authority

Committees shall have such authority as delegated by the Board of Directors, but no committee shall have authority to:

- (a) Authorize distributions;
- (b) Approve dissolution, merger, or sale of assets;
- (c) Elect, appoint, or remove directors or officers;
- (d) Adopt, amend, or repeal bylaws.

ARTICLE VIII – FISCAL MATTERS

Section 8.1 Fiscal Year

The fiscal year of the Association shall be January 1 through December 31.

Section 8.2 Contracts and Financial Obligations

The Board of Directors may authorize any officer or agent to enter into contracts or execute instruments on behalf of the Association. Such authorization may be general or confined to specific instances.

Section 8.3 Deposits and Investments

All funds of the Association shall be deposited in such banks or investment accounts as the Board of Directors may designate.

Section 8.4 Financial Reports

The Treasurer (or Secretary/Treasurer) shall prepare and present financial reports to the Board quarterly and to the membership at the annual meeting.

ARTICLE IX – INDEMNIFICATION

Section 9.1 Indemnification

The Association shall indemnify its directors, officers, and agents to the fullest extent permitted by Wisconsin Statutes Chapter 181, as it may be amended from time to time.

ARTICLE X – DISSOLUTION

Section 10.1 Dissolution

The Association may be dissolved by a two-thirds (2/3) majority vote of the members at a meeting called for that purpose.

Section 10.2 Distribution of Assets

Upon dissolution, after payment of all debts and obligations, any remaining assets shall be distributed to one or more organizations that qualify for tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code and that have purposes similar to those of this Association, as determined by the Board of Directors.

ARTICLE XI – AMENDMENTS

Section 11.1 Amendment Process

These Bylaws may be amended by a majority vote of the members at any annual or special meeting, provided that written notice of the proposed amendment has been given to all members at least twenty (20) days prior to the meeting.

Section 11.2 Board Amendments

The Board of Directors may make minor amendments to these Bylaws that do not materially affect the rights of members, provided such amendments are ratified at the next meeting of members.

ARTICLE XII – MISCELLANEOUS

Section 12.1 Conflict of Interest

The Association shall adopt and maintain a conflict of interest policy applicable to directors and officers.

Section 12.2 Corporate Records

The Association shall maintain appropriate corporate records as required by Wisconsin law, including articles of incorporation, bylaws, Board resolutions, and meeting minutes.

Section 12.3 Wisconsin Law

These Bylaws and the operations of the Association shall be governed by Wisconsin Statutes Chapter 181, as it may be amended from time to time.

Section 12.4 Severability

If any provision of these Bylaws is held to be invalid or unenforceable, the remaining provisions shall continue in full force and effect.

CERTIFICATE OF ADOPTION

The undersigned certify that the above Bylaws, as amended, were duly adopted by the Board of Directors of Point Beach Community Association, Inc. on _____, 2026.

Chair: _____ Date: _____

Secretary: _____ Date: _____